

NO 600000 1100

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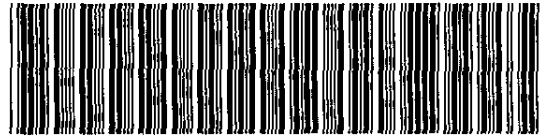
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DeSoto Memorial Hospital

Auxiliary, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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ARTICLES OF INCORPORATION

OF

DESOTO MEMORIAL HOSPITAL AUXILIARY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

Article I.  
Name.

The name of the Corporation shall be: DESOTO MEMORIAL HOSPITAL AUXILIARY, Inc.

Article II.  
Principal Office.

The principal place of business and mailing address of this corporation shall be:

900 North Robert Avenue  
Arcadia, Florida 34266

Article III.  
Purpose(s).

The general nature and objects of this non-profit corporation shall be for the advancement, promotion, enhancement and facilitation of the medical care given to the patients at DeSoto Memorial Hospital. The Auxiliary is an all volunteer group of concerned citizens who take pride in the assistance that they can provide to the doctors, nurses and other hospital staff at DeSoto Memorial Hospital in an effort to assure that each patient is treated with the upmost dignity and respect. The mission of the DeSoto Memorial Hospital Auxiliary, Inc. is to provide each patient with the special attention required to make their stay in the hospital as pleasurable as possible given the circumstances.

The foregoing clauses shall be construed both as objects and powers and the foregoing purposes enumerated are intended as illustrative and not restrictive and this corporation shall have the power to handle such other things necessary or expedient for carrying out the said objects and purposes of said corporation and in general to possess all rights, privileges and immunities pertaining to like corporations granted under the laws of the State of Florida.

Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of

distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

#### Article IV. Manner of Election of Directors.

The manner in which the directors are elected or appointed is:

A Nominating Committee, appointed by the chair and approved by the members, shall convene for the purpose of certifying the eligibility of candidates for Director and to prepare an official slate of nominees. Any person so nominated shall have given prior consent to nomination and election as a Director. Nominations may be made from the floor with prior consent of the nominee.

Each elected Director shall take office at the end of the annual meeting where they will be installed and shall serve for a term of one year or until a successor is duly qualified and elected. Directors may serve for a maximum of two consecutive years.

If an office is vacated prior to the completion of a one year term, a member in good standing may be appointed by the Chair and approved by the members to fill the vacancy until the term ends.

Article V.  
Dissolution

Upon dissolution of the corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to (1) such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law: or (2) to the federal, state, or local government for exclusive public purpose.

Article VI.  
Initial Registered Agent and Street Address.

The name and Florida street address of the initial Registered Agent are Vincent A. Sica, P.A., 10 South DeSoto Avenue, Suite 101, Arcadia, Florida 34266.

Article VII.  
Incorporator.

The name and address of the Incorporator to these Articles of Incorporation are:

Kathleen A. Bradt  
**Kathleen A. Bradt, Chairman**  
**Signature/Incorporator**  
Address: 900 North Robert Avenue  
Arcadia, FL 34266

1/27/06  
**Date**

Twighla Russell  
**Twighla Russell,**  
**Signature/Incorporator**  
Address: 900 North Robert Avenue  
Arcadia, FL 34265

1/27/06  
**Date**

Dorothy M. Miller  
**Dorothy Miller**  
**Signature/Incorporator**  
Address: 900 North Robert Avenue  
Arcadia, FL 34266

1/27/06  
**Date**

Janet Dunderman  
**Janet Dunderman**  
**Signature/Incorporator**  
Address: 900 North Robert Avenue  
Arcadia, FL 34266

1-27-06  
**Date**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
**Signature/Registered Agent**

01-27-06  
**Date**